

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

v. :

DARRYL A. GOLDSTEIN and
CHRISTOPHER L. O'DONNELL, :

Defendants. :
-----X

No. 07-cv-11275 (JGK/JCF)
ECF CASE

**NOTICE OF MOTION TO
DISMISS**

PLEASE TAKE NOTICE THAT pursuant to Federal Rules of Civil Procedure, Defendant Darryl A. Goldstein ("Goldstein") will move this Court, at the United States courthouse located at 500 Pearl Street, New York, New York 10007, before the Honorable John G. Koeltl on a date to be determined by the Court for an Order dismissing Plaintiff Securities and Exchange Commission's ("SEC") Complaint.

Dated: New York, New York
March 14, 2008

Respectfully submitted,

/s/Lawrence H. Cooke II
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***Counsel for Defendant
Darryl A. Goldstein***

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 14th day of March 2008, a true and complete copy of the foregoing *Notice Of Motion To Dismiss and Defendant Darryl A. Goldstein's Memorandum Of Law In Support Of His Motion To Dismiss The Complaint* were served by first-class mail, postage pre-paid, on the following:

Christopher R. Conte, Esquire
Mark J. Kreitman, Esquire
Jordan A. Thomas, Esquire
U.S. Securities & Exchange Commission
100 F Street, N.E.
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